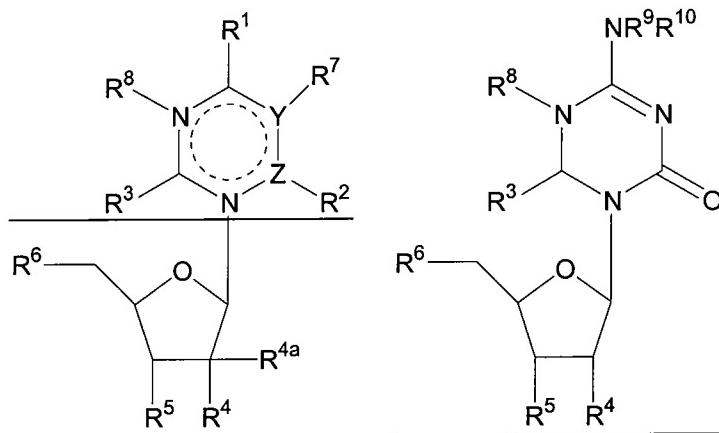


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

1. (Currently Amended) A compound having the formula:



wherein

~~Y is a member selected from C, CH and N;~~

~~Z is a member selected from C, CH and B;~~

~~R<sup>1</sup> is a member selected from H, acyl, OR<sup>9</sup>, SR<sup>9</sup>, NHH<sub>2</sub>, NR<sup>9</sup>R<sup>10</sup>, =O and =NR<sup>9</sup>,~~

wherein

~~R<sup>9</sup> and R<sup>10</sup> are members independently selected from H, substituted or unsubstituted alkyl [[,]] and acyl, substituted or unsubstituted heteroalkyl and substituted or unsubstituted aryl;~~

~~R<sup>2</sup> is present or absent and is a member selected from H, acyl, substituted or unsubstituted alkyl, OR<sup>11</sup>, SR<sup>11</sup>, NR<sup>11a</sup>, NR<sup>12a</sup>, halogen, and =O, wherein R<sup>11</sup> is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heterocycloalkyl, and substituted or unsubstituted heteroaryl;~~

~~R<sup>11a</sup> and R<sup>12a</sup> are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;~~

~~R<sup>3</sup> is H a member selected from H, acyl, substituted or unsubstituted alkyl, NR<sup>12</sup>R<sup>13</sup>, NR<sup>12</sup>OR<sup>13</sup>, SR<sup>12</sup>, (=O) and OR<sup>12</sup>, wherein~~

~~R<sup>12</sup> and R<sup>13</sup> are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;~~

~~R<sup>4</sup> and R<sup>4a</sup> are members independently selected from H, halogen, OMe and OH; R<sup>5</sup> and R<sup>6</sup> are members independently selected from H, and OR<sup>14</sup>, wherein~~

~~R<sup>14</sup> is a member selected from H, substituted or unsubstituted alkyl, acyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and P(O)(R<sup>15</sup>)(R<sup>16</sup>), wherein~~

~~R<sup>15</sup> and R<sup>16</sup> are members independently selected from OR<sup>17</sup>, NR<sup>17</sup>R<sup>18</sup>, OCH<sub>2</sub>CH<sub>2</sub>CN, substituted or unsubstituted alkyl and substituted or unsubstituted nucleosides, wherein~~

~~R<sup>17</sup> and R<sup>18</sup> are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl,~~

R<sup>5</sup> is OR<sup>14</sup>, wherein R<sup>14</sup> is a member selected from H and unsubstituted alkyl;

R<sup>6</sup> is OR<sup>14</sup>, wherein R<sup>14</sup> is a member selected from H, substituted or unsubstituted alkyl and P(O)(OR<sup>17</sup>)(OR<sup>17</sup>), wherein each R<sup>17</sup> is independently selected from

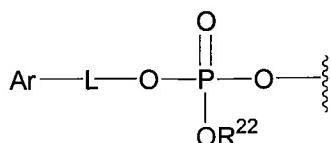
substituted alkyl, substituted or unsubstituted alkyloxy, substituted or unsubstituted phenyl,

wherein a member selected from R<sup>5</sup> and R<sup>3</sup>; and R<sup>6</sup> and R<sup>3</sup>; ~~and R<sup>15</sup> and R<sup>16</sup>~~ together with the atoms to which they are attached are optionally joined to form a ring system selected from ~~substituted or unsubstituted cycloalkyl and~~ substituted or unsubstituted heterocycloalkyl; and

R<sup>8</sup> is unsubstituted alkyl R<sup>7</sup> and R<sup>8</sup> are either present or absent and are independently selected from H, acyl, substituted or unsubstituted alkyl, and R<sup>1</sup> and R<sup>8</sup>, together with the atoms to which they are attached are optionally joined into a ring system selected from substituted or unsubstituted cycloalkyl and substituted or unsubstituted heterocycloalkyl.

2.-7. (Canceled)

8. (Original) The compound according to claim 1, wherein R<sup>6</sup> has the formula:



in which

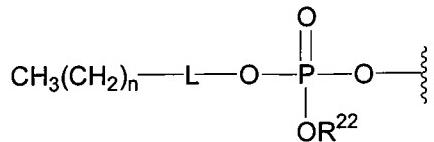
R<sup>22</sup> is a member selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

L is a linker selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl; and

Ar is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

9. (Original) The compound according to claim 8, wherein L comprises a moiety that is cleaved *in vivo* after entry of said compound into a cell.

10. (Original) The compound according to claim 1, wherein R<sup>6</sup> has the formula:



in which

R<sup>22</sup> is a member selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

L is a linker selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl; and

n is an integer from 1 to 30.

11. (Original) The compound according to claim 10, wherein L comprises a moiety that is cleaved *in vivo* after entry of said compound into a cell.

12. (Original) A formulation of the compound according to claim 1, and a second compound having the formula:



wherein

A is a hydrophobic domain; and

B is a hydrophilic domain covalently bound to A.

13. (Original) The formulation according to claim 12, further comprising a polycationic species.

14. (Original) The formulation according to claim 13, wherein said polycationic species is a dendrimeric polyamine.

15. (Original) The formulation according to claim 12, wherein said formulation is an aqueous formulation.

Appl. No. 10/670,915  
Amdt. dated February 8, 2007  
Reply to Office Action of November 16, 2006

PATENT

16.-28. (Canceled)